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ACCOUNT NO. : 072100000032

REFERENCE : 983533 4304756

AUTHORIZATION :

COST LIMIT : \$ *Patricia Pzyt*

ORDER DATE : October 2, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 983533-015

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal St.

Boston, MA 02110

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 11:37

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FOREIGN FILINGS

NAME: G. NEIL DIRECT MAIL, INC.

RECEIVED
98 OCT -6 AM 10:30
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

100002656541--5

CONTACT PERSON: KAREN ROZAR

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. G. Neil Direct Mail, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. September 30, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this Application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 720 International Parkway
Sunrise, FL 33325
(Current mailing address)
8. Direct mail of human resources/ office and photo supplies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Karen B. Rozar (Registered agent's signature)
Corporation Service Company
Karen B. Rozar, Asst. Sec.
Corporation Service Company

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. T.S. Alpert, Treasurer
(Typed or printed name and capacity of person signing application)

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G. NEIL DIRECT MAIL, INC.

List of Officers and Directors

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President:	John Kidwell	205 South Puente Street Brea, CA 92622
Treasurer:	Ted Alpert	205 South Puente Street Brea, CA 92622
Secretary:	Ted Alpert	205 South Puente Street Brea, CA 92622
Vice President:	Terry Jukes	205 South Puente Street Brea, CA 92622
Assistant Secretary:	Mark Jrolf	Heritage Partners 30 Rows Wharf, Suite 300 Boston, MA 02110
Directors:	Gary Brown (Chairman)	720 International Parkway Sunrise, FL 33325
	Michael Gilligan	Heritage Partners 30 Rows Wharf, Suite 300 Boston, MA 02110
	Michael Reichort	Heritage Partners 30 Rows Wharf, Suite 300 Boston, MA 02110
	Peter Hermann	Heritage Partners 30 Rows Wharf, Suite 300 Boston, MA 02110
	Mark Jrolf	Heritage Partners 30 Rows Wharf, Suite 300 Boston, MA 02110

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	Gary Brown	720 International Parkway Sunrise, FL 33325
	John Kidwell	205 South Puente Street Brea, CA 92622

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "G. NEIL DIRECT MAIL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 1998.

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SECRETARY OF STATE
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9332559
10-01-98

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